

RON BENDER (SBN 143364)
KRIKOR J. MESHEFEJIAN (SBN 255030)
LINDSEY L. SMITH (SBN 265401)
LEVENE, NEALE, BENDER, YOO & GOLUBCHIK L.L.P.
2818 La Cienega Avenue
Los Angeles, California 90034
Telephone: (310) 229-1234; Facsimile: (310) 229-1244
Email: RB@LNBYG.COM; KJM@LNBYG.COM; LLS@LNBYG.COM

Proposed Attorneys for Chapter 11 Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SANTA ANA DIVISION**

In re:

TRX HOLDCO, LLC, a Delaware limited
liability company,

Debtor and Debtor in Possession.

In re:

FITNESS ANYWHERE LLC, a Delaware
limited liability company, dba TRX and TRX
Training,

Debtor and Debtor in Possession.

☒ Affects both Debtors

☐ Affects TRX Holdco, LLC only

☐ Affects Fitness Anywhere, LLC only

Lead Case No.: 8:22-bk-10948-SC

Jointly administered with:
8:22-bk-10949-SC

Chapter 11 Cases

**NOTICE OF SUBMISSION OF
REFORMATTED BUDGETS IN
SUPPORT OF DEBTORS'
EMERGENCY MOTION FOR ENTRY
OF AN INTERIM ORDER
AUTHORIZING THE DEBTORS TO
USE CASH COLLATERAL AND
RELATED RELIEF**

DATE: June 10, 2022

TIME: 10:00 a.m.

PLACE: *Via ZoomGov

Courtroom 5C

411 West Fourth Street

Santa Ana, CA 92701

1 **PLEASE TAKE NOTICE** that TRX Holdco, LLC (“Hold Co”) and Fitness Anywhere
2 LLC, dba TRX and TRX Training (“Product Co” and together with Hold Co and Product Co,
3 the “Debtors”), the debtors and debtors-in-possession in the above-captioned, jointly-
4 administered, Chapter 11 bankruptcy cases, hereby submit the following reformatted versions of
5 the Budgets referenced as **Exhibits 2, 3 and 4** in the Debtors’ emergency motion for the entry of
6 an interim order authorizing the Debtors to use cash collateral and related relief (the “Cash
7 Collateral Motion”). It has been brought to the Debtors’ attention that the Budgets attached as
8 **Exhibits 2, 3 and 4** to the Declaration of James S. Feltman filed in support of the Cash
9 Collateral Motion have been presented in a format and font that render the Budgets difficult to
10 read in hard copy format. Accordingly, the Debtors hereby submit versions of the Budgets that
11 are identical in all respects except for the format and font.

12 The reformatted Budget for Product Co is attached as **Exhibit 2** hereto.

13 The reformatted Budget for Hold Co is attached as **Exhibit 3** hereto.

14 The reformatted consolidated Budget is attached as **Exhibit 4** hereto.

15 Dated: June 8, 2022

TRX HOLDCO, LLC
FITNESS ANYWHERE LLC

17 By: /s/ Krikor J. Meshefejian
18 RON BENDER
19 KRIKOR J. MESHEFEJIAN
20 LINDSEY L. SMITH
21 LEVENE, NEALE, BENDER,
22 YOO & GOLUBCHIK L.L.P.
23 Proposed Attorneys for Chapter 11 Debtors
24 and Debtors in Possession
25
26
27
28

EXHIBIT 2

Debtors Cash Collateral Budget

As of June 8, 2022

\$USD

Week -->

From -->

Week-Ending -->

Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition
Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7
6/8/2022	6/13/2022	6/20/2022	6/27/2022	7/4/2022	7/11/2022	7/18/2022
6/12/2022	6/19/2022	6/26/2022	7/3/2022	7/10/2022	7/17/2022	7/24/2022

PRODUCTCO

Beginning ProductCo Cash Balance	\$ 827,079	\$ 1,347,391	\$ 1,745,131	\$ 2,005,084	\$ 1,487,788	\$ 1,670,438	\$ 2,177,983
Ecommerce NA & UK	\$ 89,045	\$ 102,714	\$ 102,714	\$ 108,835	\$ 108,835	\$ 108,835	\$ 108,835
Amazon FBA International	24,989	-	24,989	-	24,989	-	24,989
Amazon FBA NA	-	312,235	-	436,970	-	436,970	-
Transfers from Non-Debtor Affiliate (Japan)	-	-	-	5,000	-	-	-
Accounts Receivables Collections	406,277	531,169	482,981	479,037	526,556	550,738	500,775
TOTAL PRODUCTCO SOURCES	\$ 520,312	\$ 946,118	\$ 610,684	\$ 1,029,842	\$ 660,381	\$ 1,096,544	\$ 634,600
Payroll, Payroll Tax & Benefits	\$ -	\$ 244,274	\$ -	\$ 242,267	\$ -	\$ 242,267	\$ -
Commission	-	-	-	30,000	-	-	-
Contractors	-	20,000	20,000	119,500	47,000	51,000	47,000
Key Consultants	-	-	-	8,889	-	-	-
Rent	-	-	-	47,500	-	-	-
Marketing	-	-	-	724,000	-	-	-
Insurance	-	-	80,000	-	-	-	80,000
Logistics	-	128,982	128,982	128,982	128,982	128,982	128,982
Non-BK Professionals	-	-	-	60,850	-	-	-
Technology	-	-	-	10,400	90,000	-	-
Utilities	-	3,000	-	3,000	-	-	-
Other Expenses, Vendors	-	75,000	75,000	80,000	75,000	75,000	75,000
Sales tax	-	-	-	-	100,000	-	-
Transfers to Non-Debtor Accounts ⁽¹⁾	-	-	20,000	-	20,000	-	20,000
Management Payroll - InterCo Transfer to HoldCo	-	60,372	-	75,000	-	75,000	-
Foreign Key Vendors	-	16,750	26,750	16,750	16,750	16,750	26,750
BK Professionals ⁽²⁾	-	-	-	-	-	-	-
US Trustee Fees	-	-	-	-	-	-	-
TOTAL PRODUCTCO DISBURSEMENTS	\$ -	\$ 548,378	\$ 350,732	\$ 1,547,138	\$ 477,732	\$ 588,999	\$ 377,732

PRODUCTCO - CASH ROLLFORWARD

Beginning PRODUCTCO Cash Balance	\$ 827,079	\$ 1,347,391	\$ 1,745,131	\$ 2,005,084	\$ 1,487,788	\$ 1,670,438	\$ 2,177,983
(+) ProductCo Receipts	520,312	946,118	610,684	1,029,842	660,381	1,096,544	634,600
(-) ProductCo Disbursements	-	(548,378)	(350,732)	(1,547,138)	(477,732)	(588,999)	(377,732)
Ending ProductCo Cash Balance	\$ 1,347,391	\$ 1,745,131	\$ 2,005,084	\$ 1,487,788	\$ 1,670,438	\$ 2,177,983	\$ 2,434,851
Change in ProductCo Cash from Previous Week		\$ 397,740	\$ 259,953	\$ (517,295)	\$ 182,649	\$ 507,545	\$ 256,868

Inventory Rollforward

Beginning Inventory	\$ 17,847,150	\$ 17,536,640	\$ 17,045,041	\$ 16,727,971	\$ 16,157,644	\$ 15,837,799	\$ 15,267,636
(+) Purchases ⁽⁴⁾	-	-	-	-	-	-	-
(-) Cost of Goods	(310,510)	(491,599)	(317,070)	(570,326)	(319,845)	(570,163)	(319,845)
= Ending Inventory	\$ 17,536,640	\$ 17,045,041	\$ 16,727,971	\$ 16,157,644	\$ 15,837,799	\$ 15,267,636	\$ 14,947,791

Accounts Receivable Rollforward⁽³⁾

Beginning AR	\$ 5,157,699	\$ 5,277,640	\$ 5,272,688	\$ 5,315,924	\$ 5,363,105	\$ 5,362,426	\$ 5,337,565
(+) Sales (Domestic Commercial, Retail, Government, Intl.	526,218	526,218	526,218	526,218	525,877	525,877	525,877
(-) Collections (Domestic Commercial, Retail, Government,	(406,277)	(531,169)	(482,981)	(479,037)	(526,556)	(550,738)	(500,775)
= Ending AR	\$ 5,277,640	\$ 5,272,688	\$ 5,315,924	\$ 5,363,105	\$ 5,362,426	\$ 5,337,565	\$ 5,362,667

Notes

(1) There is approximately an additional 80,000 GBP outstanding related to VAT that is not currently included.

(2) There are no bankruptcy professional payments in this forecast.

(3) Assumes 8 business days of post-petition payroll paid in Week 2.

(4) These amounts do not include additional purchases of inventory.

(5) These amounts do not include sales activity relating to Ecommerce and Amazon.

Debtors Cash Collateral Budget

As of June 8, 2022

\$USD

Week -->
From -->
Week-Ending -->

Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Current Rolling 13 Weeks
Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	
7/25/2022	8/1/2022	8/8/2022	8/15/2022	8/22/2022	8/29/2022	
7/31/2022	8/7/2022	8/14/2022	8/21/2022	8/28/2022	9/4/2022	

PRODUCTCO

Beginning ProductCo Cash Balance	\$	2,434,851	\$	1,767,331	\$	2,165,430	\$	2,586,342	\$	2,890,144	\$	3,229,068	\$	827,079
Ecommerce NA & UK	\$	108,835	\$	108,566	\$	108,566	\$	108,566	\$	108,566	\$	108,566	\$	1,381,477
Amazon FBA International		-		24,989		-		24,989		-		24,989		174,925
Amazon FBA NA		436,970		-		304,444		-		304,444		-		2,232,033
Transfers from Non-Debtor Affiliate (Japan)		5,000		-		-		-		-		5,000		15,000
Accounts Receivables Collections		514,626		565,676		591,654		537,979		514,626		565,920		6,768,016
TOTAL PRODUCTCO SOURCES	\$	1,065,432	\$	699,231	\$	1,004,664	\$	671,534	\$	927,636	\$	704,475	\$	10,571,451
Payroll, Payroll Tax & Benefits	\$	231,981	\$	-	\$	231,981	\$	-	\$	231,981	\$	-	\$	1,424,750
Commission		30,000		-		-		-		-		-		60,000
Contractors		119,500		47,000		51,000		47,000		51,000		115,500		735,500
Key Consultants		8,889		-		-		-		-		8,889		26,667
Rent		47,500		-		-		-		-		47,500		142,500
Marketing		769,500		4,500		-		-		-		724,000		2,222,000
Insurance		-		-		-		80,000		-		-		240,000
Logistics		128,982		128,982		128,982		128,982		128,982		128,982		1,547,779
Non-BK Professionals		120,350		-		-		-		-		52,000		233,200
Technology		1,500		8,900		5,040		-		-		10,400		126,240
Utilities		3,000		-		-		-		-		3,000		12,000
Other Expenses, Vendors		80,000		75,000		75,000		75,000		75,000		80,000		915,000
Sales tax		100,000		-		-		-		-		100,000		300,000
Transfers to Non-Debtor Accounts ⁽¹⁾		-		20,000		-		20,000		-		20,000		120,000
Management Payroll - InterCo Transfer to HoldCo		75,000		-		75,000		-		75,000		-		435,372
Foreign Key Vendors		16,750		16,750		16,750		16,750		26,750		-		214,250
BK Professionals ⁽²⁾		-		-		-		-		-		-		-
US Trustee Fees		-		-		-		-		-		-		-
TOTAL PRODUCTCO DISBURSEMENTS	\$	1,732,951	\$	301,132	\$	583,752	\$	367,732	\$	588,712	\$	1,290,271	\$	8,755,258

PRODUCTCO - CASH ROLLFORWARD

Beginning PRODUCTCO Cash Balance	\$	2,434,851	\$	1,767,331	\$	2,165,430	\$	2,586,342	\$	2,890,144	\$	3,229,068	\$	827,079
(+) ProductCo Receipts		1,065,432		699,231		1,004,664		671,534		927,636		704,475		10,571,451
(-) ProductCo Disbursements		(1,732,951)		(301,132)		(583,752)		(367,732)		(588,712)		(1,290,271)		(8,755,258)
Ending ProductCo Cash Balance	\$	1,767,331	\$	2,165,430	\$	2,586,342	\$	2,890,144	\$	3,229,068	\$	2,643,272	\$	2,643,272
Change in ProductCo Cash from Previous Week	\$	(667,520)	\$	398,099	\$	420,912	\$	303,803	\$	338,924	\$	(585,796)		

Inventory Rollforward

Beginning Inventory	\$	14,947,791	\$	14,377,628	\$	14,057,912	\$	13,569,124	\$	13,250,132	\$	12,761,345	\$	17,847,150
(+) Purchases ⁽⁴⁾		-		-		-		-		-		-		-
(-) Cost of Goods		(570,163)		(319,716)		(488,788)		(318,992)		(488,788)		(318,992)		(5,404,798)
= Ending Inventory	\$	14,377,628	\$	14,057,912	\$	13,569,124	\$	13,250,132	\$	12,761,345	\$	12,442,352	\$	12,442,352

Accounts Receivable Rollforward⁽⁵⁾

Beginning AR	\$	5,362,667	\$	5,373,918	\$	5,334,120	\$	5,266,835	\$	5,253,226	\$	5,262,969	\$	5,157,699
(+) Sales (Domestic Commercial, Retail, Government, Intl.		525,877		525,877		524,370		524,370		524,370		524,370		6,831,736
(-) Collections (Domestic Commercial, Retail, Government,		(514,626)		(565,676)		(591,654)		(537,979)		(514,626)		(565,920)		(6,768,016)
= Ending AR	\$	5,373,918	\$	5,334,120	\$	5,266,835	\$	5,253,226	\$	5,262,969	\$	5,221,419	\$	5,221,419

Notes

- (1) There is approximately an additional 80,000 GBP outstanding related to VAT that is not currently included.
- (2) There are no bankruptcy professional payments in this forecast.
- (3) Assumes 8 business days of post-petition payroll paid in Week 2.
- (4) These amounts do not include additional purchases of inventory.
- (5) These amounts do not include sales activity relating to Ecommerce and Amazon.

EXHIBIT 3

Fitness Anywhere, LLC (known as "ProductCo") & TRX HoldCo, LLC (known as "HoldCo") Main Document Page 7 of 13

Debtors Cash Collateral Budget

As of June 8, 2022

\$USD			Post-Petition		Post-Petition		Post-Petition		Post-Petition		Post-Petition		Post-Petition	
	Week -->		Week 1		Week 2		Week 3		Week 4		Week 5		Week 6	
	From -->		6/8/2022		6/13/2022		6/20/2022		6/27/2022		7/4/2022		7/11/2022	
	Week-Ending -->		6/12/2022		6/19/2022		6/26/2022		7/3/2022		7/10/2022		7/17/2022	
HOLDCO														
Beginning HoldCo Cash Balance	\$	106,113	\$	146,113	\$	183,613	\$	160,663	\$	193,663	\$	192,663	\$	186,663
Education/CORE - ExperienceCo	\$	40,000	\$	50,000	\$	50,000	\$	50,000	\$	50,000	\$	50,000	\$	50,000
Apple Subscriptions - ExperienceCo		-		-		-		40,000		-		-		-
Management Payroll - InterCo Transfer from ProductCo		-		60,372		-		75,000		-		75,000		-
Other		-		-		-		-		-		-		-
TOTAL HOLDCO SOURCES	\$	40,000	\$	110,372	\$	50,000	\$	165,000	\$	50,000	\$	125,000	\$	50,000
Payroll, Payroll Tax & Benefits ⁽³⁾	\$	-	\$	60,372	\$	-	\$	75,000	\$	-	\$	75,000	\$	-
Contractors		-		-		13,500		13,500		13,500		13,500		13,500
Key Consultants		-		12,500		-		12,500		-		12,500		-
UK Studio Rent		-		-		3,000		-		-		-		3,000
Marketing		-		-		17,500		17,500		17,500		17,500		17,500
Technology		-		-		-		1,000		-		-		-
Other Expenses		-		-		12,500		12,500		12,500		12,500		12,500
Growth Initiative		-		-		26,450		-		7,500		-		26,450
TOTAL HOLDCO DISBURSEMENTS	\$	-	\$	72,872	\$	72,950	\$	132,000	\$	51,000	\$	131,000	\$	72,950
HOLDCO - CASH ROLLFORWARD														
Beginning HOLDCO Cash	\$	106,113	\$	146,113	\$	183,613	\$	160,663	\$	193,663	\$	192,663	\$	186,663
(+) HoldCo Receipts		40,000		110,372		50,000		165,000		50,000		125,000		50,000
(-) HoldCo Disbursements		-		(72,872)		(72,950)		(132,000)		(51,000)		(131,000)		(72,950)
Ending HoldCo Cash Balance	\$	146,113	\$	183,613	\$	160,663	\$	193,663	\$	192,663	\$	186,663	\$	163,713
Change in HoldCo Cash from Previous Week			\$	37,500	\$	(22,950)	\$	33,000	\$	(1,000)	\$	(6,000)	\$	(22,950)

Notes

- (1) There is approximately an additional 80,000 GBP outstanding related to VAT that is not currently included.
- (2) There are no bankruptcy professional payments in this forecast.
- (3) Assumes 8 business days of post-petition payroll paid in Week 2.
- (4) These amounts do not include additional purchases of inventory.
- (5) These amounts do not include sales activity relating to Ecommerce and Amazon.

Fitness Anywhere, LLC (known as "ProductCo") & TRX HoldCo, LLC (known as "HoldCo")

Debtors Cash Collateral Budget

As of June 8, 2022

\$USD	Week -->		From -->		Week-Ending -->								Current Rolling 13 Weeks
	Post-Petition		Post-Petition		Post-Petition		Post-Petition		Post-Petition		Post-Petition		
	Week 8		Week 9		Week 10		Week 11		Week 12		Week 13		
	7/25/2022		8/1/2022		8/8/2022		8/15/2022		8/22/2022		8/29/2022		
	7/31/2022		8/7/2022		8/14/2022		8/21/2022		8/28/2022		9/4/2022		
HOLDCO													
Beginning HoldCo Cash Balance	\$	163,713	\$	197,713	\$	195,713	\$	189,713	\$	166,763	\$	173,263	\$ 106,113
Education/CORE - ExperienceCo	\$	50,000	\$	50,000	\$	50,000	\$	50,000	\$	50,000	\$	50,000	\$ 640,000
Apple Subscriptions - ExperienceCo		40,000		-		-		-		-		40,000	120,000
Management Payroll - InterCo Transfer from ProductCo		75,000		-		75,000		-		75,000		-	435,372
Other		-		-		-		-		-		-	-
TOTAL HOLDCO SOURCES	\$	165,000	\$	50,000	\$	125,000	\$	50,000	\$	125,000	\$	90,000	\$ 1,195,372
Payroll, Payroll Tax & Benefits ⁽³⁾	\$	75,000	\$	-	\$	75,000	\$	-	\$	75,000	\$	-	\$ 435,372
Contractors		13,500		13,500		13,500		13,500		13,500		13,500	148,500
Key Consultants		12,500		-		12,500		-		-		-	62,500
UK Studio Rent		-		-		-		3,000		-		-	9,000
Marketing		17,500		17,500		17,500		17,500		17,500		17,500	192,500
Technology		-		1,000		-		-		-		1,000	3,000
Other Expenses		12,500		12,500		12,500		12,500		12,500		12,500	137,500
Growth Initiative		-		7,500		-		26,450		-		7,500	101,850
TOTAL HOLDCO DISBURSEMENTS	\$	131,000	\$	52,000	\$	131,000	\$	72,950	\$	118,500	\$	52,000	\$ 1,090,222
HOLDCO - CASH ROLLFORWARD													
Beginning HOLDCO Cash	\$	163,713	\$	197,713	\$	195,713	\$	189,713	\$	166,763	\$	173,263	\$ 106,113
(+) HoldCo Receipts		165,000		50,000		125,000		50,000		125,000		90,000	1,195,372
(-) HoldCo Disbursements		(131,000)		(52,000)		(131,000)		(72,950)		(118,500)		(52,000)	(1,090,222)
Ending HoldCo Cash Balance	\$	197,713	\$	195,713	\$	189,713	\$	166,763	\$	173,263	\$	211,263	\$ 211,263
Change in HoldCo Cash from Previous Week	\$	34,000	\$	(2,000)	\$	(6,000)	\$	(22,950)	\$	6,500	\$	38,000	

Notes

(1) There is approximately an additional 80,000 GBP outstanding related to VAT that is not currently included.

(2) There are no bankruptcy professional payments in this forecast.

(3) Assumes 8 business days of post-petition payroll paid in Week 2.

(4) These amounts do not include additional purchases of inventory.

(5) These amounts do not include sales activity relating to Ecommerce and Amazon.

EXHIBIT 4

Fitness Anywhere, LLC (known as "ProductCo") & TRX HoldCo, LLC (known as "HoldCo")

Debtors Cash Collateral Budget

As of June 8, 2022

\$USD

Week -->
From -->
Week-Ending -->

<i>Post-Petition</i>	<i>Post-Petition</i>	<i>Post-Petition</i>	<i>Post-Petition</i>	<i>Post-Petition</i>	<i>Post-Petition</i>	<i>Post-Petition</i>
Week 1	Week 2	Week 3	Week 4	Week 5	Week 6	Week 7
6/8/2022	6/13/2022	6/20/2022	6/27/2022	7/4/2022	7/11/2022	7/18/2022
6/12/2022	6/19/2022	6/26/2022	7/3/2022	7/10/2022	7/17/2022	7/24/2022

CONSOLIDATED

Beginning TOTAL Cash Balance	\$ 933,192	\$ 1,493,504	\$ 1,928,744	\$ 2,165,747	\$ 1,681,452	\$ 1,863,101	\$ 2,364,646
Ecommerce NA & UK - ProductCo	\$ 89,045	\$ 102,714	\$ 102,714	\$ 108,835	\$ 108,835	\$ 108,835	\$ 108,835
Amazon FBA International - ProductCo	24,989	-	24,989	-	24,989	-	24,989
Amazon FBA NA - ProductCo	-	312,235	-	436,970	-	436,970	-
Transfers from Non-Debtor Affiliate (Japan)	-	-	-	5,000	-	-	-
Accounts Receivables Collections - ProductCo	406,277	531,169	482,981	479,037	526,556	550,738	500,775
Education/CORE - ExperienceCo	40,000	50,000	50,000	50,000	50,000	50,000	50,000
Apple Subscriptions - ExperienceCo	-	-	-	40,000	-	-	-
Management Payroll - InterCo Transfer from ProductCo	-	60,372	-	75,000	-	75,000	-
Other - HoldCo	-	-	-	-	-	-	-
TOTAL SOURCES	\$ 560,312	\$ 1,056,490	\$ 660,684	\$ 1,194,842	\$ 710,381	\$ 1,221,544	\$ 684,600
Payroll, Payroll Tax & Benefits ⁽¹⁾	\$ -	\$ 304,646	\$ -	\$ 317,267	\$ -	\$ 317,267	\$ -
Commission	-	-	-	30,000	-	-	-
Contractors	-	20,000	33,500	133,000	60,500	64,500	60,500
Key Consultants	-	12,500	-	21,389	-	12,500	-
Rent	-	-	3,000	47,500	-	-	3,000
Marketing	-	-	17,500	741,500	17,500	17,500	17,500
Insurance	-	-	80,000	-	-	-	80,000
Logistics	-	128,982	128,982	128,982	128,982	128,982	128,982
Non-BK Professionals	-	-	-	60,850	-	-	-
Technology	-	-	-	11,400	90,000	-	-
Utilities	-	3,000	-	3,000	-	-	-
Transfers to Non-Debtor Accounts ⁽²⁾	-	-	20,000	-	20,000	-	20,000
Sales Tax	-	-	-	-	100,000	-	-
Other Expenses, Vendors	-	75,000	75,000	80,000	75,000	75,000	75,000
Growth Initiative	-	-	26,450	-	7,500	-	26,450
Miscellaneous, Other	-	-	12,500	12,500	12,500	12,500	12,500
Management Payroll - InterCo Transfer to HoldCo	-	60,372	-	75,000	-	75,000	-
Foreign Key Vendors	-	16,750	26,750	16,750	16,750	16,750	26,750
BK Professionals ⁽³⁾	-	-	-	-	-	-	-
US Trustee Fees	-	-	-	-	-	-	-
TOTAL DISBURSEMENTS	\$ -	\$ 621,249	\$ 423,682	\$ 1,679,138	\$ 528,732	\$ 719,999	\$ 450,682
Net Cash	\$ 560,312	\$ 435,240	\$ 237,003	\$ (484,295)	\$ 181,649	\$ 501,545	\$ 233,918
TOTAL - CASH ROLLFORWARD							
Beginning TOTAL Cash Balance	\$ 933,192	\$ 1,493,504	\$ 1,928,744	\$ 2,165,747	\$ 1,681,452	\$ 1,863,101	\$ 2,364,646
(+) Total Receipts	560,312	1,056,490	660,684	1,194,842	710,381	1,221,544	684,600
(-) Total Disbursements	-	(621,249)	(423,682)	(1,679,138)	(528,732)	(719,999)	(450,682)
Ending TOTAL Cash Balance	\$ 1,493,504	\$ 1,928,744	\$ 2,165,747	\$ 1,681,452	\$ 1,863,101	\$ 2,364,646	\$ 2,598,564

Notes

(1) Assumes 8 business days of post-petition payroll paid in Week 2.

(2) There is approximately an additional 80,000 GBP outstanding related to VAT that is not currently included.

(3) There are no bankruptcy professional payments in this forecast.

This forecast does not include additional purchases of inventory.

Fitness Anywhere, LLC (known as "ProductCo") & TRX HoldCo, LLC (known as "HoldCo")

Debtors Cash Collateral Budget

As of June 8, 2022

\$USD	<div> <div>Week --></div> <div>From --></div> <div>Week-Ending --></div> </div>						Current Rolling 13 Weeks
	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	Post-Petition	
	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	
	7/25/2022	8/1/2022	8/8/2022	8/15/2022	8/22/2022	8/29/2022	
	7/31/2022	8/7/2022	8/14/2022	8/21/2022	8/28/2022	9/4/2022	
CONSOLIDATED							
Beginning TOTAL Cash Balance	\$ 2,598,564	\$ 1,965,044	\$ 2,361,143	\$ 2,776,055	\$ 3,056,908	\$ 3,402,331	\$ 933,192
Ecommerce NA & UK - ProductCo	\$ 108,835	\$ 108,566	\$ 108,566	\$ 108,566	\$ 108,566	\$ 108,566	\$ 1,381,477
Amazon FBA International - ProductCo	-	24,989	-	24,989	-	24,989	174,925
Amazon FBA NA - ProductCo	436,970	-	304,444	-	304,444	-	2,232,033
Transfers from Non-Debtor Affiliate (Japan)	5,000	-	-	-	-	5,000	15,000
Accounts Receivables Collections - ProductCo	514,626	565,676	591,654	537,979	514,626	565,920	6,768,016
Education/CORE - ExperienceCo	50,000	50,000	50,000	50,000	50,000	50,000	640,000
Apple Subscriptions - ExperienceCo	40,000	-	-	-	-	40,000	120,000
Management Payroll - InterCo Transfer from ProductCo	75,000	-	75,000	-	75,000	-	-
Other - HoldCo	-	-	-	-	-	-	-
TOTAL SOURCES	\$ 1,230,432	\$ 749,231	\$ 1,129,664	\$ 721,534	\$ 1,052,636	\$ 794,475	\$ 11,331,451
Payroll, Payroll Tax & Benefits ⁽¹⁾	\$ 306,981	\$ -	\$ 306,981	\$ -	\$ 306,981	\$ -	\$ 1,860,122
Commission	30,000	-	-	-	-	-	60,000
Contractors	133,000	60,500	64,500	60,500	64,500	129,000	884,000
Key Consultants	21,389	-	12,500	-	-	8,889	89,167
Rent	47,500	-	-	3,000	-	47,500	151,500
Marketing	787,000	22,000	17,500	17,500	17,500	741,500	2,414,500
Insurance	-	-	-	80,000	-	-	240,000
Logistics	128,982	128,982	128,982	128,982	128,982	128,982	1,547,779
Non-BK Professionals	120,350	-	-	-	-	52,000	233,200
Technology	1,500	9,900	5,040	-	-	11,400	129,240
Utilities	3,000	-	-	-	-	3,000	12,000
Transfers to Non-Debtor Accounts ⁽²⁾	-	20,000	-	20,000	-	20,000	120,000
Sales Tax	100,000	-	-	-	-	100,000	300,000
Other Expenses, Vendors	80,000	75,000	75,000	75,000	75,000	80,000	915,000
Growth Initiative	-	7,500	-	26,450	-	7,500	101,850
Miscellaneous, Other	12,500	12,500	12,500	12,500	12,500	12,500	137,500
Management Payroll - InterCo Transfer to HoldCo	75,000	-	75,000	-	75,000	-	435,372
Foreign Key Vendors	16,750	16,750	16,750	16,750	26,750	-	214,250
BK Professionals ⁽³⁾	-	-	-	-	-	-	-
US Trustee Fees	-	-	-	-	-	-	-
TOTAL DISBURSEMENTS	\$ 1,863,951	\$ 353,132	\$ 714,752	\$ 440,682	\$ 707,212	\$ 1,342,271	\$ 9,845,480
<i>Net Cash</i>	<i>\$ (633,520)</i>	<i>\$ 396,099</i>	<i>\$ 414,912</i>	<i>\$ 280,853</i>	<i>\$ 345,424</i>	<i>\$ (547,796)</i>	<i>\$ 1,485,971</i>
TOTAL - CASH ROLLFORWARD							
Beginning TOTAL Cash Balance	\$ 2,598,564	\$ 1,965,044	\$ 2,361,143	\$ 2,776,055	\$ 3,056,908	\$ 3,402,331	\$ 933,192
(+) Total Receipts	1,230,432	749,231	1,129,664	721,534	1,052,636	794,475	11,766,823
(-) Total Disbursements	(1,863,951)	(353,132)	(714,752)	(440,682)	(707,212)	(1,342,271)	(9,845,480)
Ending TOTAL Cash Balance	\$ 1,965,044	\$ 2,361,143	\$ 2,776,055	\$ 3,056,908	\$ 3,402,331	\$ 2,854,536	\$ 2,854,536

Notes

(1) Assumes 8 business days of post-petition payroll paid in Week 2.

(2) There is approximately an additional 80,000 GBP outstanding related to VAT that is not currently included.

(3) There are no bankruptcy professional payments in this forecast.

This forecast does not include additional purchases of inventory.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
2818 La Cienega Avenue, Los Angeles, CA 90034

A true and correct copy of the foregoing document entitled (*specify*): **NOTICE OF SUBMISSION OF REFORMATTED BUDGETS IN SUPPORT OF DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN INTERIM ORDER AUTHORIZING THE DEBTORS TO USE CASH COLLATERAL AND RELATED RELIEF** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

1. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)**: Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) **June 8, 2022**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Ron Bender rb@lnbyb.com
- Michael J Hauser michael.hauser@usdoj.gov
- Marsha A Houston mhouston@reedsmith.com, hvalencia@reedsmith.com
- Christopher O Rivas crivas@reedsmith.com, chris-rivas-8658@ecf.pacerpro.com
- Lindsey L Smith lls@lnbyg.com, lls@ecf.inforuptcy.com
- United States Trustee (SA) ustpreion16.sa.ecf@usdoj.gov

2. **SERVED BY UNITED STATES MAIL**: On (*date*) **June 8, 2022**, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

3. **SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) **June 8, 2022**, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

SERVED BY PERSONAL DELIVERY

Honorable Scott C. Clarkson
U.S. Bankruptcy Court, Ronald Reagan Federal Building
411 West Fourth Street
Suite 5130
Santa Ana, CA 92701-4593

SERVED VIA EMAIL

Office of the United States Trustee
Attn: Michael J. Hauser
Email: Michael.Hauser@usdoj.gov

Counsel to Secured Creditor Woodforest National Bank
Attn: Marsha A. Houston
Christopher O. Rivas
Email: mhouston@reedsmith.com; crivas@reedsmith.com

☐ Service information **BY OVERNIGHT MAIL** continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

June 8, 2022
Date

Krikor J. Meshefejian
Printed Name

/s/ Krikor J. Meshefejian
Signature